

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

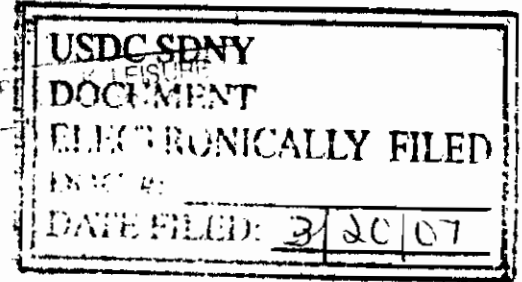
APPALOOSA INVESTMENT LIMITED  
PARTNERSHIP I; PALOMINO FUND LTD.;  
APPALOOSA MANAGEMENT L.P.,

Plaintiffs

-v-

QWEST COMMUNICATIONS  
INTERNATIONAL, INC., JOSEPH P.  
NACCHIO, JOHN A. MCMASTER,  
KONINKLIJKE KPN N.V. a/k/a ROYAL KPN  
N.V.

Defendants.



Civil Case No. 05 CV 05674 (PKL)  
(rel. 02 CV 7951)

**STIPULATION AND ORDER  
ESTABLISHING BRIEFING  
SCHEDULE ON MOTIONS TO  
DISMISS**

WHEREAS, on or about June 17, 2005, Plaintiff Appaloosa Investment Limited Partnership I, Palomino Fund, Ltd. and Appaloosa Management, L.P. (collectively, "Appaloosa") filed a Complaint and Jury Demand (the "Complaint") in the above-referenced matter against defendants Qwest Communications International Inc., Joseph P. Nacchio, John A. McMaster and Koninklijke KPN N.V. a/k/a Royal KPN N.V. (collectively, "Defendants"); and

WHEREAS, on or about September 7, 2005, the Court entered a Stipulation and Order to Extend Time to Answer, Move or Otherwise Respond to the Complaint, which, *inter alia*, extended the time for Defendants to file motions to dismiss the Complaint until sixty (60) days following the Court's disposition of all motions to dismiss pending in the putative class action against the Defendants and captioned *Paula Taft v. Willem Ackermans, et al.*, Civil Action No. 1:2002-cv-07951 (PKL) (the "Class Action"); and

WHEREAS, on January 31, 2007, the Court granted final approval to two partial settlements in the Class Action which resolve the Class' claims against the Defendants; and

WHEREAS, Appaloosa submitted a timely Request for Exclusion and opted out of the Class settlement; and

WHEREAS, Appaloosa filed a First Amended Complaint and Jury Demand on or about February 22, 2007.

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, as follows:

1. Defendants shall answer, move or otherwise respond to the Amended Complaint no later than May 15, 2007.

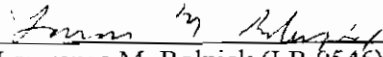
2. In the event Defendants move to dismiss the Amended Complaint, Plaintiff shall file papers in opposition to Defendants' motion no later than June 18, 2007. Defendants' reply papers shall be due no later than July 10, 2007.

3. Entry into this Stipulation shall not prejudice any party's substantive rights. The Defendants do not waive any defenses (including jurisdictional defenses) other than the defense of improper or inadequate service of process.

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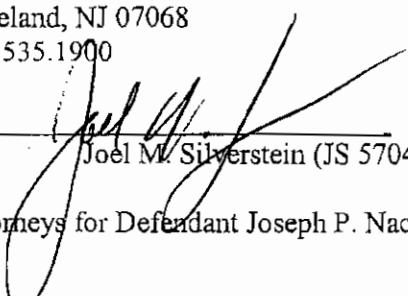
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SO ORDERED

3/20/07

  
U.S.D.J.

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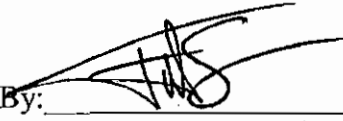
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